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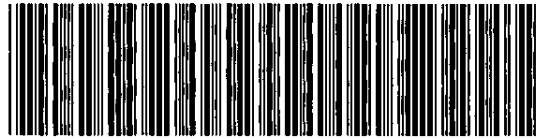
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09 JAN -6 PM 4: 38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Merger  
1/16/09  
LS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** East Coast Jewelry Distributors, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Peter A. Flanagan  
(Contact Person)

Simses & Associates, P.A.  
(Firm/Company)

400 Royal Palm Way, Suite 304  
(Address)

Palm Beach, Florida 33480  
(City/State and Zip Code)

For further information concerning this matter, please call:

Peter A. Flanagan At ( 561 ) 655-8809  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**ARTICLES OF MERGER OF  
EAST COAST JEWELRY DISTRIBUTORS, INC.;  
ECJ CORP.; and  
M & B JEWELRY, INC.**

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**FILED**  
JAN - 6 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act under Florida Statutes section 607.1105.

**First:** The name and jurisdiction of the **Surviving Corporation** is:

**EAST COAST JEWELRY DISTRIBUTORS, INC. – A FLORIDA  
CORPORATION**

Document Number: J09690

**Second:** The name and jurisdiction of each of the **Merging Corporations** is:

**ECJ CORP. – A FLORIDA CORPORATION**

Document Number: P97000093680

**M & B JEWELRY, INC. – A FLORIDA CORPORATION**

Document Number: P03000151334

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on January 1, 2009.

**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**

The plan of merger was adopted UNANIMOUSLY by the shareholders of EAST COAST JEWELRY DISTRIBUTORS, INC., the Surviving Corporation, on DEC 19TH, 2008, by written consent of the shareholders in accordance with section 617.0704, Florida Statutes.

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)**

The plan of merger was adopted UNANIMOUSLY by the shareholders of ECJ CORP., a Merging Corporation, on DEC 19TH, 2008, by written consent of the shareholders in accordance with section 617.0704, Florida Statutes.

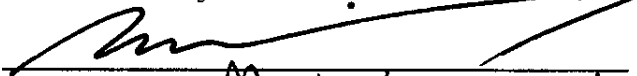
The plan of merger was adopted UNANIMOUSLY by the shareholders of M & B JEWELRY, INC., a Merging Corporation, on DEC 19<sup>TH</sup>, 2008, by written consent of the shareholders in accordance with section 617.0704, Florida Statutes.

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**Seventh: SIGNATURES FOR EACH CORPORATION**


**SURVIVING CORPORATION:**

EAST COAST JEWELRY DISTRIBUTORS, INC.


  
PRINT NAME: Michael Yampolsky  
TITLE: PRESIDENT  
DATE: 12/19/08

**MERGING CORPORATIONS:**

ECJ CORP.

  
PRINT NAME: Michael Yampolsky  
TITLE: PRESIDENT  
DATE: 12/19/08

M & B JEWELRY, INC.

  
PRINT NAME: Michael Yampolsky  
TITLE: PRESIDENT  
DATE: 12/19/08

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END

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**PLAN OF MERGER**  
for  
**ECJ CORP., a Florida corporation;**  
**M & B JEWELRY, INC., a Florida corporation; and**  
**EAST COAST JEWELRY DISTRIBUTORS, INC., a Florida**  
**corporation**

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*WHEREAS, ECJ CORP., a Florida corporation, M & B JEWELRY, INC., a Florida corporation, and EAST COAST JEWELRY DISTRIBUTORS, INC., a Florida corporation, pursuant to the applicable state statutory provisions governing the procedures for approval of a Plan of Merger, hereby propose the following Plan of Merger.*

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**NOW THEREFORE**, the proposed Plan of Merger is as follows:

1. This Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes.
2. The name and jurisdiction of the **Surviving Corporation** is:

**EAST COAST JEWELRY DISTRIBUTORS, INC. – A FLORIDA CORPORATION**

The name and jurisdiction of each of the **Merging Corporations** is:

- a. **ECJ CORP. – A FLORIDA CORPORATION**
- b. **M & B JEWELRY, INC. – A FLORIDA CORPORATION**

3. The Merging Corporations desire to merge into the Surviving Corporation to constitute a single corporation to conduct all lawful business authorized for corporations in the State of Florida or any other jurisdiction in which the Surviving Corporation or the Merging Corporations conduct business.
4. The merger will be conducted according to the requirements of Florida Statutes. After proper notice is provided to the Board Members of the Surviving Corporation and the Merging Corporations, pursuant to the applicable statutory requirements, each such corporation shall convene a Board meeting with a quorum of Directors present. A resolution to approve the Plan of Merger will be presented to the Board of Directors of each corporation. The Board of Directors for each corporation must

approve the Plan of Merger by a majority of the Directors or as otherwise provide in such corporation's bylaws.

5. Upon approval of the Plan of Merger by the Directors of the Surviving Corporation and the Merging Corporations, the Plan of Merger shall be submitted to the shareholders of the Surviving Corporation and the Merging Corporations. The Board of Directors of each respective corporation may elect to recommend approval of the Plan of Merger to the shareholders, or it may elect to make no recommendation to the shareholders if due to a conflict of interest or other circumstances the Board of Directors determines not to make such recommendation. The eligible voting shareholders of the Surviving Corporation and the Merging Corporations must approve the Plan of Merger by majority vote in accordance with the provisions of Florida Statutes section 607.1103(5) or as otherwise provide in their Articles of Incorporation or Bylaws.

6. Upon approval of the Plan of Merger by the shareholders, the Merging Corporations will merge into the Surviving Corporation. The effective date of the merger shall be January 1, 2009.

7. The Surviving Corporation shall possess all of the rights, privileges, and immunities of a public and private nature of the Merging Corporations. All property, real, personal, and intangible, and all debts and obligations due on whatever account, and every other interest, of or belonging to or due to the Merging Corporations shall be taken and deemed to be transferred and assigned to or vested in the Surviving Corporation without further action or deed required.

8. The Surviving Corporation shall be responsible and liable for all liabilities and obligations of the Merging Corporations.

9. In order to effect the merger contemplated hereby and for any purposes consistent with said merger, the Board of Directors of the Surviving Corporation is authorized to amend the Bylaws and Articles of Incorporation of the Surviving Corporation.

10. Because the shareholders of the Merging Corporations and the Surviving Corporation are identical both in respect to identity and percentage of share ownership, no new shares of the Surviving Corporation shall be issued pursuant to this Merger.

11. The number and identities of the members of the Board of Directors and Officers of the Surviving Corporation shall not be affected by the merger.

12. The Plan of Merger may be executed in counterparts.

**13.** The Board of Directors of the Surviving Corporation and the Merging Corporations may amend or abandon this Plan of Merger at any time prior to filing the Articles of Merger with the Florida Division of Corporations as provided in Florida Statutes section 607.1103(8) and (9).

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**END**